

**RESOLUTIONS TAKEN BY THE  
ORDINARY GENERAL MEETING  
OF SHAREHOLDERS HELD ON 28 APRIL 2015**

**Approval of the remuneration report**

1. The general meeting approves the remuneration report for the financial year ended on 31 December 2014.

*This motion has been passed with 113.455.496 votes in favour, 9.583.714 votes against and 1.125.672 abstentions.*

**Approval of the 2014 statutory annual accounts and the appropriation of the result**

2. The general meeting approves the statutory annual accounts for the financial year ended on 31 December 2014 showing a profit for the financial year in the amount of EUR 131,237,625.40.

Taking into account:

- the profit of the 2014 financial year:	EUR 131,237,625.40
- the profit carried forward from	
- the previous financial year:	EUR 415,856,317.30
the allocations to and releases from the unavailable	
reserve related to the 2014 movements in the own shares:	EUR - 62,997,442.62
- the interim dividend paid out in September 2014:	EUR - 54,137,036.50
the result to be appropriated stands at	EUR 429,959,463.58

In view of the decision taken by the board of directors to cancel the dividend entitlements on the company's own shares held today by the company, the general meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 1.00 per share. Taking into account the gross interim dividend of EUR 0.50 per share paid in September 2014, a balance gross amount of EUR 0.50 per share will be paid on Tuesday 5 May 2015.

The general meeting approves to appropriate this result as follows:

- payment of the balance gross dividend per share of EUR 0.50, i.e. : EUR 0.50 x 108,776,966 (*) (**)	EUR 54,388,483.00
- remainder to be carried forward, i.e.	EUR 375,570,980.58

(\*) 112.000.000 new shares representing the capital less 3,223,034 own shares held today by Umicore.

(\*\*) The actual gross dividend amount (and, subsequently, the balance amount) per share may fluctuate depending on possible changes in the number of own shares held by the company between Tuesday 28 April 2015 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 29 April 2015 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2014). The own shares are not entitled to a dividend.

*This motion has been passed with 124.143.752 votes in favour, 0 votes against and 21.130 abstentions.*

**Giving discharge to the directors and auditor**

3. The general meeting grants discharge to the directors for the performance of their mandate during the 2014 financial year.

*This motion has been passed with 120.580.744 votes in favour, 1.619.044 votes against and 1.965.094 abstentions.*

4. The general meeting grants discharge to the statutory auditor for the performance of its mandate during the 2014 financial year.

*This motion has been passed with 120.579.694 votes in favour, 1.620.094 votes against and 1.965.094 abstentions.*

#### **Composition of the board of directors and approval of remuneration**

5. The general meeting re-elects Mr Thomas Leysen as director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

*This motion has been passed with 115.615.410 votes in favour, 8.459.442 votes against and 90.030 abstentions.*

6. The general meeting re-elects Mr Marc Grynberg as director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

*This motion has been passed with 121.178.380 votes in favour, 2.966.638 votes against and 19.864 abstentions.*

7. The general meeting re-elects Mr Rudi Thomaes as independent director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

*This motion has been passed with 121.485.766 votes in favour, 2.659.252 votes against and 19.864 abstentions.*

8. The general meeting appoints Mr Mark Garrett as independent director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

*This motion has been passed with 123.706.334 votes in favour, 438.530 votes against and 20.018 abstentions.*

9. The general meeting appoints Mr Eric Meurice as independent director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

*This motion has been passed with 124.011.420 votes in favour, 133.444 votes against and 20.018 abstentions.*

10. The general meeting appoints Mr Ian Gallienne as director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

*This motion has been passed with 100.901.116 votes in favour, 23.243.152 votes against and 20.614 abstentions.*

11. Under the terms of Article 10 of the articles of association, the general meeting decides to set the board members' remuneration for the 2015 financial year as follows, consisting of:

- at the level of the board of directors: (1) a fixed fee of EUR 40,000 for the chairman and EUR 20,000 for each non-executive director, (2) a fee per attended meeting of EUR 5,000 for the chairman, EUR 2,500 for each Belgium-based non-executive director and EUR 3,500 for each foreign-based non-executive director, and (3) by way of additional fixed remuneration, a grant of 1,000 Umicore shares to the chairman and 500 Umicore shares to each non-executive director;
- at the level of the audit committee: (1) a fixed fee of EUR 10,000 for the chairman of the committee and EUR 5,000 for each other member, and (2) a fee per attended meeting of EUR 5,000 for the chairman and EUR 3,000 for each other member;
- at the level of the nomination and remuneration committee: a fee per attended meeting of EUR 5,000 for the chairman of the committee and EUR 3,000 for each other member.

*This motion has been passed with 124.073.724 votes in favour, 68.144 votes against and 23.014 abstentions.*